

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

**CERTIFICATION OF COUNSEL REGARDING ORDER APPROVING STIPULATION
REGARDING ENTRY INTO LEASE TERMINATION AGREEMENT**

The undersigned counsel to the above-captioned debtors and debtors in possession (the “**Debtors**”) hereby certify as follows:

1. On January 2, 2025, the Bankruptcy Court entered its *Order (I) Approving the Asset Purchase Agreement, (II) Authorizing and Approving the Sale of Certain of the Debtors’ Assets Free and Clear of All Claims, Liens, Rights, Interests, Encumbrances, and Other Assumed Liabilities and Permitted Encumbrances, (III) Authorizing and Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief* [Docket No. 1556] (the “**GBRP Sale Order**”²), the term of which, among other things, Debtors, including Tenant, sold substantially all of their assets to Gordon Brothers Retail Partners, LLC (“**GBRP**”), including “Designation Rights” with respect to certain leasehold interests, including the Lease (as defined below).

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

² Capitalized terms used herein and not otherwise defined shall have the meanings ascribed thereto in the GBRP Sale Order.

2. DTS Properties VI LLC (“**DTS**”), as landlord, and BLBO Tenant LLC, as lessee, are parties to a lease (the “**Lease**”) for non-residential real property located at 6420 20th St., Vero Beach, Florida.

3. In furtherance of the Designation Rights, GBRP and DTS have agreed to terminate the Lease in exchange for valuable consideration as detailed in a lease termination agreement.

4. To that end, the parties have in good faith engaged in significant arms’-length negotiations and have agreed to enter into a stipulation (the “**Stipulation**”) to effectuate the lease termination agreement.

5. A copy of the Stipulation is attached as Exhibit A to the proposed form of order (the “**Proposed Order**”), attached hereto as **Exhibit 1**.

6. Counsel for DTA and GBRP have reviewed the Proposed Order and have agreed to its entry.

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order, substantially in the form attached hereto as **Exhibit 1**, at its earliest convenience.

[Signature page follows]

Dated: January 20, 2025
Wilmington, Delaware

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